



WHISTLEBLOWER POLICY

1 Policy Summary

1.1 Purpose and application of this policy

This policy sets out:

- (a) who is entitled to protection as a whistleblower under this policy;
- (b) the protections whistleblowers are entitled to; and
- (c) how disclosures made by whistleblowers will be handled by the Company.

This policy is made available to Company officers and employees on the Company's website at www.fireflyresources.com.au. All Company officers, employees and contractors must comply with this policy.

1.2 How does this policy interact with statutory whistleblower regimes?

This policy complies with section 1317AI of the Corporations Act 2001 (Cth). By making a disclosure in accordance with this policy, you may be afforded protection under the statutory whistleblower regimes. Refer to Annexure A for further details.

This policy principally deals with internal disclosures of information. The statutory whistleblower regimes also protect some types of disclosure made to external parties (such as to legal representatives, the Australian Securities and Investments Commission (ASIC), to the Commissioner of Taxation, members of parliament (MPs) or journalists).

2 Who is eligible for Whistleblower protection under this policy?

To be treated as a whistleblower under this policy you must:

- (a) be one of the individuals set out in section 2.1;
- (b) disclose information regarding the type of matters set out in section 2.2; and
- (c) disclose that information to one of the persons set out in section 2.3.

This policy also protects those who are entitled to whistleblower protection under the statutory whistleblower regimes, such as those who make disclosures to legal representatives, relevant regulators, MPs or journalists in the circumstances permitted by that legislation.

2.1 Who may make a disclosure?

Disclosures can be made by a current or former:

- (a) officer or employee of the Company;
- (b) contractor or supplier of goods and services to the Company, or their current and former employees;
- (c) associate of the Company; or
- (d) family member of an individual mentioned in 2.1(a) to 2.1(c) above.

You may choose to disclose information anonymously if you wish.

2.2 What types of matters can be disclosed?

Disclosures must concern misconduct or an improper state of affairs or circumstances in relation to the Company, including by an officer or employee. A disclosure cannot solely be about a personal work-related grievance.

There must be reasonable grounds for suspecting that the information being disclosed concerns misconduct or an improper state of affairs or circumstances in relation to the Company.

2.3 Who should a whistleblower disclose to?

Disclosures can be made to any one of the following:

- (a) an officer or senior manager within the Company;
- (b) an auditor or member of an audit team conducting an audit on the Company; or
- (c) if the disclosure concerns the Company's tax affairs, or the tax affairs of an associate of the Company, the Company's registered tax agent.

3 Confidentiality

3.1 Whistleblower identity must be kept confidential

Subject to section 3.2, the identity of a whistleblower (or information that is likely to lead to their identity becoming known) must be kept confidential unless the whistleblower has consented to the disclosure.

3.2 Permitted exceptions

The identity of a whistleblower (or information that is likely to lead to their identity becoming known) may be disclosed without the whistleblower's consent if the disclosure is made to:

- (a) a legal practitioner for the purpose of obtaining legal advice or legal representation in relation to the operation of the statutory whistleblower regimes;
- (b) the Australian Federal Police;
- (c) the Australian Securities and Investments Commission; or
- (d) the Commissioner of Taxation if the disclosure concerns the Company's tax affairs or the tax affairs of an associate of the Company.

3.3 Provision of whistleblower information to a court or tribunal

It is not permitted to disclose or produce to a court or tribunal any information or documents which discloses the identity of a whistleblower (or information likely to lead their identity becoming known) without seeking the advice of the Whistleblower Protection Officer.

4 Prohibition against victimisation

4.1 No victimisation based on whistleblower status

No detriment may be caused or threatened to any person for a reason which includes that they or any other person:

- (a) is or proposes to be a whistleblower; or
- (b) is suspected or believed to be, or could be, a whistleblower.

4.2 Whistleblower immunity

It is forbidden to:

- (a) subject a whistleblower to any liability or disciplinary action; or
- (b) enforce a remedy or exercise a right against a whistleblower,

for making a disclosure.

However, a whistleblower may be held liable for any personal misconduct revealed by their disclosure or an investigation following a disclosure.

5 Investigations of information disclosed under this policy

When a disclosure is made which may fall under this policy, the following steps must be followed except where, in the opinion of the Whistleblower Protection Officer, it would be inappropriate or unreasonable in the circumstances to do so:

- (a) the person listed in section 2.3 who received the information must provide the information to the Whistleblower Protection Officer as soon as practicable, removing any information which identifies or may identify the discloser of the information (the potential whistleblower) prior to doing so (unless the potential whistleblower has provided their consent to that disclosure);
- (b) as soon as practicable, the Whistleblower Protection Officer must determine whether the disclosure falls within the scope of this policy and, if so, appoint an investigator with no personal interest in the matter to conduct an investigation into the matters disclosed, if they determine it to be necessary or appropriate;
- (c) the investigator must conduct any investigation in an objective and fair manner, ensuring to provide any person who has been adversely mentioned in information provided by a whistleblower an opportunity to respond to the allegations made in respect of them prior to any adverse findings being made;
- (d) the outcome of the investigation must be reported to the Board, and may be reported to the whistleblower and any persons affected as the Whistleblower Protection Officer considers appropriate;
- (e) subject to the exceptions allowed under section 3.2 of this policy or otherwise by law, the identity of a whistleblower (or information that is likely to lead to their identity becoming known) must be kept confidential at all times during and after the investigation (including in any reporting to the Board or to any persons affected). All persons responsible for or involved in an investigation must take all reasonable steps to reduce the risk that a whistleblower will be identified; and
- (f) a whistleblower may raise any concerns or complaints regarding this policy or their treatment with the Whistleblower Protection Officer.

6 Board reporting

Subject to the confidentiality obligations in section 3, the Whistleblower Protection Officer must provide the Board reports on all active whistleblower matters, including information on:

- (a) the number and nature of disclosures made;
- (b) the status of any investigations underway; and
- (c) the outcomes of any investigations completed and actions taken as a result of those investigations.

7 Policy review

This policy will be reviewed by the Board annually to ensure it is operating effectively.

8 Consequences for non-compliance with policy

Any breach of sections 3 or 4 by an officer, employee or contractor will be taken seriously by the Company, and may be the subject of a separate investigation and/or disciplinary action. A breach of this policy may also amount to a civil or criminal contravention under the statutory whistleblower regimes, giving rise to significant penalties.

9 Approval and adoption

This policy was approved and adopted by the Board on 29 November 2019.

10 Glossary

associate means any individual who is:

- (a) an associate within the meaning of the Corporations Act 2001 (Cth); or

- (b) if the disclosure relates to our tax affairs, an associate within the meaning of section 318 of the Income Tax Assessment Act 1936 (Cth).

detriment includes (without limitation) dismissal, injury of an employee in their employment, alteration of an employee's position or duties to their disadvantage, discrimination, harassment or intimidation, harm or injury including psychological harm, damage to property, and reputational, financial or any other damage to a person.

family member means a:

- (a) spouse, parent, child, sibling or other relative of an individual; or
(b) dependent of the individual or their spouse.

whistleblower means a person who is eligible for protection as a whistleblower under this policy or under the statutory whistleblower regimes.

Whistleblower Protection Officer means the Company Secretary.

Annexure A – Statutory Protection of Whistleblowers

The Corporations Act 2001 (Cth) (**Act**) gives special protection to disclosures about potential breaches of the Act where the following conditions are satisfied:

- (a) The Whistleblower is an officer or employee of the Company, or a person who has a contract for the supply of goods and services with the Company (a ‘contractor’) or an employee of such a contractor.
- (b) The report is made to:
 - i. the CEO;
 - ii. the Company Secretary;
 - iii. another director, officer or senior manager of the Company;
 - iv. the Company’s auditors (or a member of that audit team); or
 - v. ASIC.
- (c) The Whistleblower gives their name before making the report (i.e. the report is not anonymous)
- (d) The report is made in good faith, and the Whistleblower has reasonable grounds to suspect that there has, or may have, been a breach of the Act by a Company or any of its officers or employees.

The protections given by the Act when these conditions are met are:

- (a) the Whistleblower cannot be subject to criminal, civil, or contractual liability, including termination of the Whistleblower’s contract of employment, for making the report;
- (b) anyone who victimises or threatens the Whistleblower is guilty of an offence and may be liable for damages; and
- (c) the person receiving the report commits an offence if they disclose the substance of the report or the Whistleblower’s identity, without the Whistleblower’s consent, to anyone except ASIC, the Australian Federal Police or APRA.